

RECORDATION NO. 11569-H FILED
APR 14 '05 1-58 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 14, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Amendment of Lease of Railroad Equipment, dated as of April 12, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 11569-B.

The names and addresses of the parties to the enclosed document are:

Lessor: Citicorp Railmark, Inc.
(successor in interest to
Exchange National Bank of Chicago)
450 Mamaroneck Avenue
Harrison, NY 10528

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document
is:

279 covered hopper railcars within the series CNIS 376000 – CNIS 376299

Mr. Vernon A. Williams
April 14, 2005
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Amendment of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

APR 14 '05

1-58 PM

MEMORANDUM OF AMENDMENT OF LEASE **SURFACE TRANSPORTATION BOARD**
RAILROAD EQUIPMENT dated as of April 12, 2005 between
Citicorp Railmark, Inc. (the "Lessor") and **Canadian National**
Railway Company (the "Lessee").

WHEREAS, the Lessor (as successor-in-interest to **Exchange National Bank of Chicago**) and the Lessee entered into that certain Lease of Railroad Equipment dated as of October 1, 1979, as amended by an Amendment Agreement dated as of April 10, 1980, (the "Lease"), covering certain 4,550 cubic capacity hopper cars as more particularly specified therein (of which 279 of such hopper cars, as set forth on Schedule A hereto, remain subject to the Lease as of the date hereof);

WHEREAS, evidence of the original Lease was: i) filed at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on March 10, 1980 under recordation number 11569-B and ii) deposited at the Registrar General of Canada on March 10, 1980;

AND WHEREAS, the Lessor and the Lessee have entered into an Amending Agreement dated as of the date hereof, which is incorporated herein by reference, whereby, among other things, the Lease has been amended (and the term thereof extended to terminate not earlier than April 11, 2012).

IN WITNESS WHEREOF, the parties wish to show for the public record the amendment of the Lease as set forth above and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

Canadian National Railway Company

By: 

Name: John A.N. Lamont

Title: Sr. Manager Asset Finance

Citicorp Railmark, Inc.

By: _____

Name: _____

Title: _____

**MEMORANDUM OF AMENDMENT OF LEASE OF
RAILROAD EQUIPMENT** dated as of April 12, 2005 between
Citicorp Railmark, Inc. (the "Lessor") and **Canadian National
Railway Company** (the "Lessee").

WHEREAS, the Lessor (as successor-in-interest to **Exchange National Bank of Chicago**) and the Lessee entered into that certain Lease of Railroad Equipment dated as of October 1, 1979, as amended by an Amendment Agreement dated as of April 10, 1980, (the "Lease"), covering certain 4,550 cubic capacity hopper cars as more particularly specified therein (of which 279 of such hopper cars, as set forth on Schedule A hereto, remain subject to the Lease as of the date hereof);

WHEREAS, evidence of the original Lease was: i) filed at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on March 10, 1980 under recordation number 11569-B and ii) deposited at the Registrar General of Canada on March 10, 1980;

AND WHEREAS, the Lessor and the Lessee have entered into an Amending Agreement dated as of the date hereof, which is incorporated herein by reference, whereby, among other things, the Lease has been amended (and the term thereof extended to terminate not earlier than April 11, 2012).

IN WITNESS WHEREOF, the parties wish to show for the public record the amendment of the Lease as set forth above and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

Canadian National Railway Company

By: _____
Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

Citicorp Railmark, Inc.

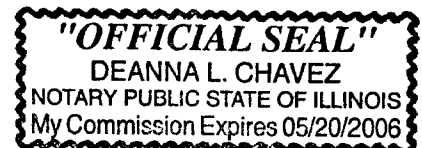
By: Thomas Paulicki
Name: THOMAS PAULICKI
Title: DIRECTOR

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this 11 day of April, 2005, before me personally appeared Thomas Pawlicki, to me personally known, who, by me being duly sworn, says that he /she is a Director of Citicorp Railmark, Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deanna L. Chavez
Notary Public

My commission expires 5/20/06



PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this ____ day of April, 2005, before me personally appeared John A.N. Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.

Attorney

Bar Number:

STATE OF _____)
) SS.:
COUNTY OF _____)

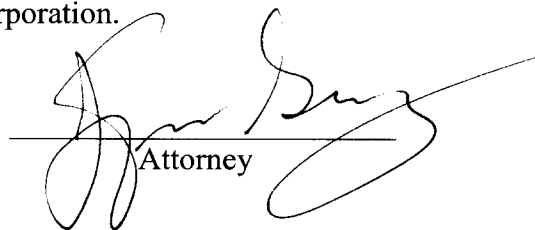
On this ____ day of April, 2005, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he /she is _____ of Citicorp Railmark, Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this 7th day of April, 2005, before me personally appeared John A.N. Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.



Attorney

Bar Number: 188726-2

Schedule A to Memorandum

Hopper Cars subject to the Lease as of April 12, 2005

Two-hundred seventy-nine 4,550 cubic foot capacity covered hopper cars bearing the following marks and numbers:

CNIS 376000 to CNIS 376009;
CNIS 376011 to CNIS 376028;
CNIS 376030 to CNIS 376044;
CNIS 376046 to CNIS 376059;
CNIS 376061 to CNIS 376070;
CNIS 376072 to CNIS 376073;
CNIS 376075 to CNIS 376111;
CNIS 376115;
CNIS 376117 to CNIS 376120;
CNIS 376122 to CNIS 376140;
CNIS 376142 to CNIS 376147;
CNIS 376149 to CNIS 376152;
CNIS 376154 to CNIS 376188;
CNIS 376190 to CNIS 376200;
CNIS 376202 to CNIS 376204;
CNIS 376206 to CNIS 376223;
CNIS 376225 to CNIS 376249;
CNIS 376251 to CNIS 376265;
CNIS 376267 to CNIS 376279; and
CNIS 376281 to CNIS 376299.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/14/05



Robert W. Alvord